

United States Bankruptcy Court for the  
Southern District of Georgia

IN RE:

Case No. 98-50250

Rhonda C. Harris

Debtor(s)

FILED  
2005 FEB 23 PM 4:29  
U.S. BANKRUPTCY COURT  
SARASOTA, FL

**MOTION FOR THE RECOVERY OF UNCLAIMED FUNDS**

COMES NOW NCO Financial Systems, Inc, by and through its duly appointed attorney in fact, Dilks & Knopik, LLC, ("Applicant") and hereby petitions the Court for \$2,609.65, which is the sum of all monies being held in the registry of this court as unclaimed funds, which are due to TAPR VIII, LP, creditor. A dividend check in the amount totaling \$2,609.65 was not negotiated by the creditor and the Trustee, pursuant to 11 U.S.C. Section 347(a), delivered the unclaimed funds to the Clerk, US Bankruptcy Court.

1. The creditor did not receive the dividend check in the above case for the following reason:

TAPR VIII, LP is a bad debt portfolio owned by Commercial Financial services, Inc. (CFS). Subsequently, Commercial Financial Services, Inc. went bankrupt in 1998. Creditrust Corporation purchased all of Commercial Financial Services, Inc.'s financial collection accounts out of bankruptcy in 2001, as evidenced by exhibits A & B. Subsequently, Creditrust Corporation merged with and into NCO Portfolio Management, Inc., as evidenced by exhibit C. NCO Portfolio Management, Inc. is a wholly owned subsidiary of NCO Group, Inc., as evidenced by exhibit D. Likewise, NCO Financial Systems, Inc. is a wholly owned subsidiary of NCO Group, Inc., as evidenced by exhibit D. NCO Financial Systems, Inc. is collecting the unclaimed funds on behalf of NCO Group, Inc., as the operating segment and wholly owned subsidiary of NCO Group, Inc. Joshua Gindin is the Executive Vice President and General Counsel of NCO Group, Inc., and the Secretary and General Counsel of NCO Financial Systems, Inc., as evidenced by exhibit D, E & F.

2. The claimant's current mailing address, phone and social security/tax identification number are:

NCO Financial Systems, Inc  
Joshua Gindin - Executive VP and General Counsel  
507 Prudential Road  
Horsham, PA 19044  
215-441-2359  
SSN/TIN: 23-1670927

3. Furthermore, Applicant has no knowledge that this claim has been previously paid or that any party other than the claimant is entitled to these funds.
4. Dilks & Knopik, LLC has been appointed by NCO Financial Systems, Inc, claimant, as its Attorney-in-Fact who is duly authorized by the attached original Power of Attorney

and supporting documentation to apply for these funds. Dilks & Knopik, LLC is acting through its Attorney, David W. Adams, Attorney, of Ellis, Painter, Ratterree & Adams LLP to recover these funds on behalf of NCO Financial Systems, Inc.

5. Applicant is entitled to and now seeks to recover the funds from the Court's Registry.

Wherefore upon final consideration of the matter, Applicant prays that, upon proper notice to the U.S. Attorney's Office, the Court order that a check in the amount of \$2,609.65 made payable to NCO Financial Systems, Inc c/o Dilks & Knopik, LLC, PO Box 2728, Issaquah, WA 98027 be issued from the Court's Registry.

Dated: 02/23/06

Respectfully Submitted: \_\_\_\_\_



Drew K. Stutzman  
GA Bar No. 000098  
Ellis, Painter, Ratterree & Adams LLP  
PO Box 9946  
Savannah, GA 31412  
Ph: 912-233-9700  
Fx: 912-233-2281

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF GEORGIA

RE:

Rhonda C. Harris

Debtor(s)

Case: 98-50250

AUTHORITY TO ACT  
Limited Power of Attorney  
**Limited to one Transaction**

1. **NCO Financial Systems, Inc** with a tax identification number of 23-1670927, ("CLIENT"), appoints **Dilks & Knopik, LLC** ("D&K"), as its lawful attorney in fact for the limited purpose of recovering, receiving and obtaining information pertaining to the outstanding tender of funds in the amount of **\$2,609.65** (the "UNCLAIMED FUNDS"), including the right to collect on CLIENT's behalf any such funds that are held by a governmental agency or authority.
2. CLIENT grants to D&K the authority to do all things legally permissible and reasonably necessary to recover or obtain the UNCLAIMED FUNDS held by the governmental agency or authority. This limited authority includes the right to receive all communications from the governmental agency or authority and to deposit checks payable to CLIENT for distribution of the UNCLAIMED FUNDS to CLIENT, less the fee payable to D&K pursuant to and in accordance with its agreement with CLIENT.
3. D&K may not make any expenditure or incur any costs or fees on behalf of CLIENT without CLIENT's prior written consent.
4. This Authority to Act shall become effective on the below signed date and shall expire 180 days from the date hereof or upon collection of the aforementioned unclaimed funds.

Sign:

Joshua Gindin - Executive VP and General Counsel

Date: **SEP 16 2005**, 20

Tape or Staple Signatory's Business Card Here

Affix Corporate Seal Below  
Or if Corporate Seal Unavailable Sign Affidavit Below:**AFFIDAVIT IF CORPORATE SEAL IS UNAVAILABLE*****BE IT ACKNOWLEDGED, that the undersigned hereby says under oath that the corporate seal for NCO Financial Systems, Inc is presently unavailable to the undersigned.******Signature and Title*** \_\_\_\_\_STATE OF **PENNSYLVANIA**)COUNTY OF **MONTGOMERY**)

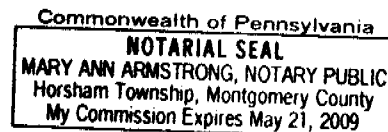
On this 16<sup>th</sup> day of September, 2005, before me, the undersigned Notary Public in and for the said County and State, personally appeared Joshua Gindin known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that (circle one) he/she did so freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

NOTARY PUBLIC

Mary Ann ArmstrongMy Commission expires 5/21/09

( Notary Seal )





**Joshua Gindin, Esquire**  
Executive Vice President  
& General Counsel

**NCO Group, Inc.**

507 Prudential Road  
Horsham, PA 19044

Phone: [800] 220-2274, Ext. 2359


Phone: [215] 441-2359

Fax: [215] 441-3931

[josh.gindin@ncogroup.com](mailto:josh.gindin@ncogroup.com)

**Pennsylvania**  
www.state.pa.us  
DRIVER'S LICENSE


046



No 20 516 598 Dims 00  
DOB 04/26/1958 Sex M  
Class C Eyes HAZ  
Endorse --- Height 6'01"  
Com/Med Rstr \*N

ISSUED 03/15/2004  
EXPIRES 04/27/2008

*J. Gindin*



JOSHUA GINDIN  
341 LLANDRILLO ROAD  
BALA-CYNWYD PA 18004

**DL**

**FILED**

**United States Court of Appeals  
Tenth Circuit**

**UNITED STATES COURT OF APPEALS**

**FOR THE TENTH CIRCUIT**

**JUL 30 2002**

**PATRICK FISHER**  
Clerk

In re: COMMERCIAL FINANCIAL  
SERVICES, INC.,

Debtor,

---

BANK ONE, OKLAHOMA, N.A.,

Appellant,

v.

COMMERCIAL FINANCIAL  
SERVICES, INC.; UNSECURED  
CREDITORS LIQUIDATING  
TRUSTEE,

Appellees.

No. 01-5190  
(D.C. No. 00-CV-416-B)  
(N.D. Oklahoma)

**ORDER AND JUDGMENT\***

Before **BARRETT, PORFILIO**, and **BALDOCK**, Circuit Judges.

After examining the briefs and appellate record, this panel has determined unanimously that oral argument would not materially assist the determination of this

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\* This order and judgment is not binding precedent, except under the doctrines of law of the case, res judicata, and collateral estoppel. The court generally disfavors the citation of orders and judgments; nevertheless, an order and judgment may be cited as authority where the terms and conditions of 10th Cir. R. 36.3.

**Exhibit A**

**Page 1 of 2**

appeal. *See* Fed. R. App. P. 34(a)(2); 10th Cir. R. 34.1(G). The case is therefore ordered submitted without oral argument.

This appeal requires us to determine whether the district court erred in affirming a judgment of the bankruptcy court denying appellant Bank One's "Motion for Relief from Automatic Stay and for Order Directing Abandonment." Upon appeal of the bankruptcy court's order, the district court referred the matter to a magistrate judge who recommended that Bank One could not exercise a right to setoff consistent with Oklahoma law and that it did not qualify for Oklahoma's statutory banker's lien. The district court adopted the report and recommendation of the magistrate judge in its entirety. After our review of the pertinent law, the briefs of the parties, and the record, we reverse.

Debtor Commercial Financial Services, Inc. (CFS) is an Oklahoma corporation that was engaged in the business of acquiring portfolios of defaulted credit card receivables and small balance consumer loans and then servicing and collecting the delinquent accounts.<sup>1</sup> CFS financed this operation by transferring the receivables to limited partnerships or corporations it established and then in turn transferring the receivables to a trust. The trust then issued notes and certificates secured by the receivables to investors who profited through collection of the receivables. Revenue from the notes and certificates provided operating capital for CFS, and CFS collected fees from the trusts in return for servicing the receivables.

In order to facilitate collection of the receivables, CFS opened accounts at Bank One. The account at issue here was titled "CFS Inc. as Servicer for CFS TAPR II LTD & TAPR III LTD," *Aplt's App.* at 532, and was described by an official of Bank One as a demand deposit account with a lockbox feature ("the account"). That is, there was a particular post office zip code attached to the account. When payments came into the

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<sup>1</sup> These background facts are taken from the bankruptcy court's order.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF OKLAHOMA

FILED  
01 MAY 31 PM 3:10

TIMOTHY R. WALBRIDGE, CLERK  
U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF OKLA

In re:

**COMMERCIAL FINANCIAL  
SERVICES, INC., and**

**CF/SPC NGU, INC.,**

Debtors and Debtors-in-Possession.

) Case No. 98-05162-R

) Chapter 11

) Case No. 98-05166-R

) Chapter 11 Jointly Administered with

) Case No. 98-05162-R

) Honorable Dana L. Rasure

**DISCLOSURE STATEMENT PURSUANT TO  
SECTION 1125 OF THE BANKRUPTCY CODE (CFS)**

Dated: May 31, 2001

Larry M. Wolfson  
Robert R. Stauffer  
Jerry L. Switzer, Jr.  
JENNER & BLOCK, LLC  
One IBM Plaza  
Chicago, Illinois 60611  
PH: (312) 222-9350  
FAX: (312) 840-7354

Neal Tomlins, OBA No. 10449  
Ronald E. Goins, OBA No. 3430  
TOMLINS & GOINS, P.C.  
2100 South Utica Avenue  
Suite 300  
Tulsa, Oklahoma 74114  
PH: (918) 747-6500  
FAX: (918) 749-0874

Exhibit B  
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workforce employed and available for a smooth transition to new ownership of CFS's operations, and otherwise allow the process to continue. The OCUC contends that during these negotiations, the parties reached the so-called Interim Agreement whereby a significant portion of CFS funds (approximately \$37 million) would be set aside and held for distribution solely to non-ABS claimants to compensate them for the substantial operating losses that were being incurred by CFS as it serviced the Accounts on behalf of the ABS Trusts. In contrast, however, the ABS Committee contends that no such agreement was ever reached by the parties, and prior to documentation of any such agreement or its consideration by the Court, negotiations with Worldwide came to an end, company operations were shut down and efforts to consummate the Interim Agreement were abandoned.

Once the dispute arose between the two Committees regarding the purported Interim Agreement, the OCUC commenced discovery against parties in interest purportedly to determine whether the Interim Agreement was in fact ever reached and whether it was enforceable. After the commencement of discovery, the Committees agreed to adjourn that discovery from time to time as they sought to negotiate a global agreement to provide for the equitable division of Estate funds and to resolve the pending litigation. The Committees and CFS resolved the Interim Agreement dispute as part of a larger compromise described in the Plan, and all claims relating to the Interim Agreement will be deemed abandoned, released and dismissed.

4. **Orderly Transition of Servicing to Back-Up/Successor Servicers.** CFS ceased operations (except for transition servicing) when sale efforts terminated on June 23, 1999. Upon ceasing servicing operations, CFS took steps to terminate its duties as servicer of the Accounts held by the ABS Trusts under the terms of the applicable servicing agreements. Under the servicing agreements, the ABS Trustees, in their additional capacity as Back-Up Servicers (and/or their nominees), were contractually obligated to provide back-up servicing of the Accounts. On June 30, 1999, the Court granted CFS's emergency motion to, among other things, reject the servicing and related agreements effective as of June 23, 1999. Thereafter, pursuant to the back-up servicing arrangements already in place under the servicing agreements, and pursuant to an order entered by the Court on July 27, 1999, which, among other things, approved a joint stipulation among CFS and the ABS Trustees regarding a transition of servicing of the Accounts, CFS turned servicing of the Accounts over to the ABS Trustees and agreed to provide certain transition services to the ABS Trustees in exchange for a transition fee.

5. **CFS's Liquidation and Other Sales of Assets.** Following the termination of CFS's operations and cessation of servicing, CFS commenced efforts to liquidate its tangible and intangible assets. Subject to various orders entered by the Court, CFS conducted auction sales of CFS's (a) owned portfolio of Accounts to Creditrust Corporation ("Creditrust") for \$26,750,000; (b) Oklahoma City facility to Farmers Insurance Group for \$3,100,000; (c) share and interest in CFS International Limited ("CFSI") to Olympia Capital ASA for approximately \$5,740,170 (consisting of the payment of an intercompany indebtedness owed by CFSI to CFS of approximately \$3,637,093 and additional cash proceeds of approximately \$2,103,077); (d) surplus office furniture and certain telephone equipment to Eagle Management Group for \$67,350; (e) surplus office furniture and equipment to CompOne Services, Ltd

**FILED**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

AUG 13 1999

In re:

**COMMERCIAL FINANCIAL  
SERVICES, INC. and**

**CF/SPC NGU, INC.,**

Debtors and Debtors-in-Possession.

TIMOTHY R. WALBRIDGE, CLERK  
U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF OKLAHOMA  
Case No. 98-05162-R  
Chapter 11

Case No. 98-05166-R  
Chapter 11 Jointly Administered  
with Case No. 98-05162-R

**ORDER AUTHORIZING SALE OF FINANCIAL ASSETS (CFS)**

This matter came on for hearing before the undersigned United States Bankruptcy Judge on the 5th day of August, 1999, on the "Motion To Set Procedures and for Authority to Sell Financial Assets (CFS)" (the "Motion") filed on July 20, 1999. In the Motion, Commercial Financial Services, Inc. ("CFS") seeks authority to sell, free and clear of liens, claims and encumbrances, virtually all of the credit card receivables that it owns outright (the "Financial Assets") and that are commonly referred to as the CFS-owned portfolio, all as more specifically identified in the Motion.

**THE COURT FINDS THAT:**

1. On July 16, 1999, counsel to CFS mailed a copy of the Motion to all parties on Master Service List No. 19 dated July 16, 1999 as required by the Court in Case Management Order #1 dated January 6, 1999. The Motion was also served upon the United States Trustee, counsel to the two official committees in this case, all parties owning or claiming a lien or security interest (or any interest whatsoever) in the Financial Assets, and persons who had then expressed an interest in purchasing the Financial Assets.

2. On July 27, 1999, CFS advertised the sale of the Financial Assets proposed in the Motion in the National Edition of The Wall Street Journal on page B21.

CREDITRUST SALE ORDER  
AUGUST 12, 1999

DOCKETED 8-13-99  
Clerk, U.S. Bankruptcy Court  
Northern District of Oklahoma

Exhibit C  
Page 1 of 6

1145

3. Such notice meets the requirements of Federal Rules of Bankruptcy Procedure 2002(a) and (i), 6004(c) and other applicable rules and was appropriate, adequate and sufficient under the circumstances of this case.

4. Two objections to the sale of the Financial Assets have been filed herein by Bank of America, N.A. ("BOA") and William Kuntz, III. This Court held a hearing at which evidence was presented and the arguments of counsel were heard.

5. The terms, conditions and manner of sale proposed in the Motion and in the written Financial Assets Sale Agreement (the "Agreement") between CFS and Creditrust Corporation ("Creditrust") attached to the Motion as Exhibit 1 and placed into evidence, as clarified by statements of CFS and its counsel on the record at the hearing, are fair, reasonable and in the best interests of the CFS estate and its creditors. In particular, the Court finds reasonable, and will, therefore, employ at the sale hearing, the following procedures:

(a) any competing bids must be on the same terms and conditions as, or more favorable terms and conditions than, the Agreement;

(b) any competing bidders must be ready, willing and able to close the purchase within five business days after this Court's order approving the sale becomes a Final Order (as defined in the Agreement);

(c) any competing bids must not be contingent upon financing or third party approval (other than vendor approval, if and as necessary, as described in Paragraph 7(d) of the Motion);

(d) any competing bids must be in increments of at least \$50,000, so that any bidder other than Creditrust would be required to bid 4.647% of the Approximate Current Balance plus \$50,000, with subsequent bids continuing in \$50,000 increments;

Exhibit C  
Page 2 of 6

(e) so that the Court and all interested parties will know at the time of the sale hearing whether there exist any vendor approval problems as to any potential bidders, any party wishing to bid at the sale hearing must have provided CFS's undersigned counsel with a higher or better offer of at least 4.647% of the Approximate Current Balance plus \$50,000, in writing (with a copy to Creditrust and its counsel), no later than 10:00 a.m. on August 2, 1999, and such offer must have been accompanied by a certified check or cashier's check for \$1,705,000 payable to CFS as an earnest money deposit, which funds shall be held in escrow by Jenner & Block and shall be payable to CFS in accordance with the deposit terms contained in the Agreement; and

(f) if Creditrust is not the successful bidder, and the Financial Assets are sold to a higher bidder, CFS shall pay Creditrust a break-up fee of \$25,000 from the proceeds of the sale of the Financial Assets as an administrative expense pursuant to 11 U.S.C. § 503(b)(3)(D).

6. The parties bidding at the sale, Creditrust and Residential Funding Corporation, a subsidiary of General Motors Acceptance Corp. ("GMAC-RFC"), have dealt with CFS on an arms-length basis. CFS and Creditrust have negotiated in good faith. CFS has not negotiated with GMAC-RFC.

7. Creditrust and GMAC-RFC have complied with all of the auction procedures established by the Court and were the only parties who qualified to bid at the auction sale of the Financial Assets conducted by the Court.

8. The proposed sale of Financial Assets is in the best interests of the CFS bankruptcy estate and its creditors.

9. GMAC-RFC has bid \$25,941,546.23 for the Financial Assets and the next bid shall be in the amount of \$26,000,000.

Exhibit C  
Page 3 of 6

10. There was no agreement or understanding between Creditrust and GMAC-RFC at the time of the Court conducted auction (a) to control the sale price of the Financial Assets, or (b) to transfer the Financial Assets or some part of them, from the winning bidder to the losing bidder.

11. Creditrust disclosed that if it were to be the winning bidder at the Court conducted auction it might decide to resell some of the Financial Assets to parties in the business of purchasing similar financial instruments, including, without limitation, to GMAC-RFC.

**IT IS THEREFORE ORDERED, ADJUDGED AND DECREED THAT:**

- A. Notice of the hearing on the Motion is approved in all respects.
- B. The sale procedures proposed by CFS are approved.
- C. The Motion is granted. While no person was present at the hearing to argue the objection of William Kuntz, III, the Court considered the objection and such objection is overruled. The limited objection of BOA is reflected in the terms of this Order pursuant to the agreement of CFS. CFS is hereby authorized to sell the Financial Assets to Creditrust as high bidder in the amount of \$26,750,000, free and clear of all liens, claims and encumbrances, with liens, claims and encumbrances, if any, to attach to the proceeds. All closing costs shall be paid by CFS at closing. The sale of the Financial Assets shall be on an AS IS, WHERE IS basis, with no representations or warranties of any kind except as expressly set forth in the Agreement.
- D. The terms, conditions and manner of sale set forth in the Motion and the Agreement, as supplemented by statements from CFS and its counsel on the record at the hearing, are hereby approved by this Court.
- E. CFS shall execute and deliver such documents, instruments and agreements as are reasonably necessary to convey and/or assign all of its right, title and interest in and to the Financial Assets to Creditrust for the sum of \$26,750,000, subject to

adjustments as set forth in the Agreement, and CFS is authorized to execute and deliver such other documents, instruments and agreements as are contemplated in the Agreement.

F. Creditrust is a good faith purchaser within the meaning of 11 U.S.C. § 363(m) and is purchasing the Financial Assets in good faith and for adequate consideration.

G. In the event Creditrust does not close the transactions described in the Agreement, CFS is authorized to sell the Financial Assets to GMAC-RFC for the amount of \$26,700,000 without further Order of this Court.

H. This Court shall retain jurisdiction to implement and enforce the Agreement and the delivery of the Financial Assets.

I. CFS shall be responsible for all state and local transfer taxes arising from the sale of the Financial Assets, if any.

J. The Agreement is binding in all respects upon any trustee appointed in the CFS bankruptcy case, whether under Chapter 7 or Chapter 11 of the Bankruptcy Code.

K. Pursuant to the Court's "Order Approving Agreement and Continuing in Part Bank Of America N.A.'s Second Motion for Relief Under 11 U.S.C. § 363(e)" filed on August 6, 1999, an amount of the sale proceeds arising from the sale of the Financial Assets equal to 28% of the net sale proceeds received by CFS shall be deposited into a segregated CFS bank account. Such segregated CFS bank account shall remain separate and distinct from other CFS bank accounts and funds, and CFS shall not use the funds in such segregated account, until the date 14 days after the Court rules on the pending Motion to Dismiss in adversary case No. 98-0356-R.

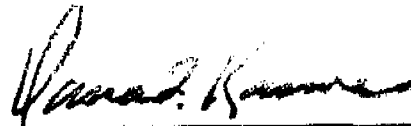
L. The Court's findings of fact and conclusions of law dictated on the record at the sale hearing are incorporated herein by reference.

M. Nothing contained in any plan of reorganization (or liquidation) confirmed in this case or the order of confirmation confirming any plan of reorganization (or



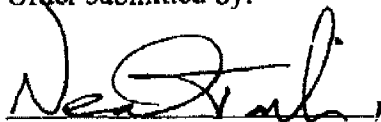
liquidation) shall conflict with or derogate from the provisions of the Agreement or the terms of this Order.

DATED this 13 day of August, 1999



DANA L. RASURE  
UNITED STATES BANKRUPTCY JUDGE

Order submitted by:



Larry M. Wolfson  
Jay S. Geller  
Joseph D. Frank  
JENNER & BLOCK  
One IBM Plaza  
Chicago, Illinois 60611  
PHONE: (312) 222-9350  
FAX: (312) 840-7354

AND

Neal Tomlins, OBA No. 10499  
Ronald E. Goins, OBA No. 3430  
TOMLINS & GOINS  
A Professional Corporation  
Utica Plaza Building  
2100 South Utica Avenue, Suite 300  
Tulsa, Oklahoma 74114  
PHONE: (918) 747-6500  
FAX: (918) 749-0874

Attorneys for Debtor and Debtor-in-Possession



**\*\* KEEP WITH DOCUMENT**


 JOURNAL OF MANAGEMENT INQUIRY

P.A. Religious \_\_\_\_\_

### Merging (Transferor)

(Ind) # 3307675

ID # 003307675 ACK # 1000301064000000  
LIBER: 800227 FOLIO: 1525 PAGES: 0005  
CREDITRUST CORPORATION

**State Recordation Tax:** \_\_\_\_\_

**State Transfer Tax:** \_\_\_\_\_

**Certified Copies:** 10

Copy Fee: 10

**Certificates:**

**Certificate Fee:** \_\_\_\_\_

**Other:** \_\_\_\_\_

**TOTAL FEES:** 100

Credit Card \_\_\_\_\_ Check ☒ Cash \_\_\_\_\_

### Documents on \_\_\_\_\_ Checks

APPROVED BY: [Signature]

KEYED BY: SP

**COMMENT(S):**

**Surviving (Transferee)**

Portfolio Manage-  
ment, Inc.  
(De)

02:22:2001 AT 08:33 A MO # 55004-8334

### Change of Name

### Change of Principal Office

### Change of Resident Agent

### Change of Resident Agent Address

### Resignation of Resident Agent

### Designation of Resident Agent

### Designation of Resident Agent and Resident Agent's Address

**Change of Business Code**

### Adoption of Assumed Name

### Other Change(s)

CODE 166

**ATTENTION:**

**MAIL TO ADDRESS:**

## Exhibit D

Page 1 of 5

**CERTIFIED  
COPY MADE**

DEPT OF REVENUE  
ASSESSMENTS AND TAXATION  
CUST ID:0000579605  
WORK ORDER:0000418334  
DATE:02-22-2004 12:48 PM  
AMT:1117.00.00

02/21/2001 14:38 BLANK ROME COMISKY - 914106590517

NO. 613 0003

JP

Articles of Merger  
of  
CREDITRUST CORPORATION  
(a Maryland corporation)  
and  
NCO PORTFOLIO MANAGEMENT, INC.  
(a Delaware corporation)

2001 FEB 20 A 9:33

FIRST: Creditrust Corporation and NCO Portfolio Management, Inc., being the corporations which are the parties to these Articles of Merger, do hereby agree to effect a merger of said corporations upon the terms and conditions herein set forth.

SECOND: The name of the corporation to be merged into the successor corporation is Creditrust Corporation (the "Corporation"), which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Baltimore County, and the corporate existence of the Corporation will cease upon the effective date of the merger in accordance with the provisions of the Maryland General Corporation Law.

The Corporation owns no interest in land in the State of Maryland.

THIRD: The name of the successor corporation is NCO Portfolio Management, Inc. ("Portfolio"), which is a corporation incorporated in the State of Delaware, which was incorporated under the general law in said state on January 22, 1999, and which will continue its corporate existence under its present name pursuant to the general laws of said state.

The location of the principal office of Portfolio in the place of its organization is c/o Incorporating Services, Ltd., 15 East North Street, Dover, Delaware 19901.

The principal office of Portfolio in the State of Maryland is located in Baltimore County.

The name and the address of the resident agent of Portfolio in the State of Maryland are as follows:

Name  
Michael Meringolo

Address  
1705 Whitehead Road  
Baltimore, Maryland 21207

Portfolio qualified to do intrastate business in the State of Maryland as a foreign corporation on February 22, 2001.

FOURTH: No amendments to the charter of Portfolio are to be effected as part of the merger.

02/21/2001

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NO. 615 0002

FIFTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger at the time of execution thereof is as follows:

	Creditrust Corporation	NCO Portfolio Management, Inc.
Total number of authorized shares of all classes	25,000,000 Shares	40,000,000 Shares
Number and par value of authorized shares of each class	20,000,000 Shares of Common Stock, \$.01 par value 5,000,000 Shares of Preferred Stock, \$.01 par value	35,000,000 Shares of Common Stock, \$.01 par value 5,000,000 Shares of Preferred Stock, \$.01 par value
Number of authorized shares without par value of each class	Not Applicable	Not Applicable
Aggregate par value of all shares with par value:	\$250,000 par value	\$400,000 par value

SIXTH: Each issued share of stock of the Corporation shall, upon the effective date of the merger, be converted into 0.1667 shares of stock of Portfolio. No fractional shares shall be issued. Any fractional shares shall be rounded off to the nearest whole number of a share of stock of Portfolio. The outstanding shares of stock of Portfolio shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of Portfolio.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by the Corporation in the manner required by its charter and the provisions of the Maryland General Corporation Law, and the said merger and the aforesaid terms and conditions were approved in the manner hereinafter set forth.

EIGHTH: The merger was duly advised by the Board of Directors of the Corporation in the following manner. Said Board of Directors of the Corporation adopted a resolution declaring that the merger of the Corporation into Portfolio is advisable on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted at a meeting duly held on September 18, 2000, at which a quorum was present, and at which the Board acted by at least a majority of its members present thereat.

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NO.613 0005

NINTH: The following information is provided pursuant to Section 3-301 of the Maryland General Corporation Law: The merger and the aforesaid terms and conditions were duly approved pursuant to the Corporation's Fifth Amended and Restated Plan of Reorganization which was confirmed pursuant to final order of the Bankruptcy Court of the 5<sup>th</sup> District of Maryland on January 18, 2001 (In re: Creditrust Corporation, Case No.00-5-7812-JS).

TENTH: The terms and conditions of the merger were duly advised, authorized, and approved, in respect of Portfolio, in the manner required by the charter of said corporation and by the laws of the State of Delaware, which is the state of incorporation of said corporation.

ELEVENTH: The Board of Directors of Portfolio adopted a resolution approving the proposed merger of the Corporation into Portfolio on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted by a written consent signed by all of the members of the Board of Directors without a meeting.

TWELTH: The merger and the aforesaid terms and conditions were duly approved by the sole stockholder of Portfolio in the following manner. The sole stockholder entitled to vote thereon approved the same without a meeting by a written consent signed by it.

THIRTEENTH: The effective time and date of the merger shall be upon filing.

FOURTEENTH: Effective upon the merger, the directors of Portfolio shall be divided into three (3) classes, as nearly equal in number as possible as shall be determined by the Board, known as Class I, Class II and Class III. The initial director of Class I shall be James Hunter, who shall serve until Portfolio's annual meeting of stockholders to be held in 2001. At Portfolio's 2001 annual meeting of stockholders, the director(s) of Class I shall be elected for a term of three (3) years and, after expiration of such term, shall thereafter be elected every three (3) years for three (3) year terms. The initial directors of Class II shall be James D. Rosener and Jeffrey A. Schraeder, who shall serve until Portfolio's annual meeting of stockholders to be held in 2002. At Portfolio's 2002 annual meeting of stockholders, the directors of Class II shall be elected for a term of three (3) years and, after the expiration of such term, shall thereafter be elected every three (3) years for three (3) year terms. The initial directors of Class III shall be Michael J. Barrist and Alan D. Scheinkman, who shall serve until Portfolio's annual meeting of stockholders to be held in 2003. At Portfolio's 2003 annual meeting of stockholders, the directors of Class III shall be elected for a term of three (3) years and, after the expiration of such term, shall thereafter be elected every three (3) years for three (3) year terms. Each director shall serve until his or her successor shall have been elected and shall qualify, even though his or her term of office as herein provided has otherwise expired, except in the event of his or her earlier resignation, removal or disqualification.

02/21/2001

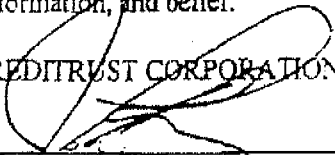
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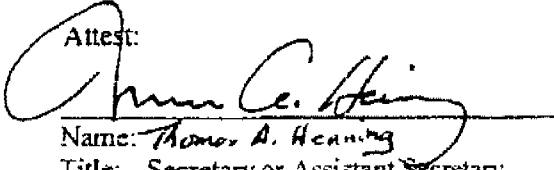
NO. 613 D006

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of the Corporation by its Chief Executive Officer, who does hereby acknowledge that said Articles of Merger are the act of said corporations, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief; and these Articles of Merger are hereby signed for and on behalf of Portfolio by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief.

CREDITRUST CORPORATION

By   
Name: Joseph K. Rensin  
Title: Chief Executive Officer

Attest:

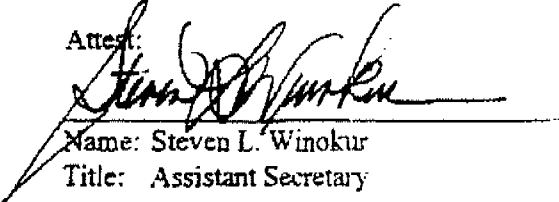
  
Name: Thomas A. Hanning  
Title: Secretary or Assistant Secretary

Dated: February 14, 2001.

NCO PORTFOLIO MANAGEMENT, INC.

By   
Name: Michael J. Barrist  
Title: President

Attest:

  
Name: Steven L. Winokur  
Title: Assistant Secretary

Dated: February 14, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year ended December 31, 2004

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-21639

**NCO GROUP, INC.**

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of  
incorporation or organization)

23-2858652

(IRS Employer Identification No.)

507 Prudential Road, Horsham, Pennsylvania

(Address of principal executive offices)

19044

(Zip Code)

Registrant's telephone number, including area code (215) 441-3000

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common stock, no par value  
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).  
Yes ☒ No ☐

The aggregate market value of voting and nonvoting common equity held by nonaffiliates was approximately \$774,361,507 (1).

The number of shares of the registrant's common stock outstanding as of March 14, 2005 was 32,081,981.

Exhibit E  
Page 1 of 4

that a default in the note receivable is probable, an impairment charge would be recorded to reduce the notes receivable to its recoverable value. If our assessment of the recoverability of the notes receivable is incorrect, we may need to incur additional impairment charges in the future.

#### *Income Taxes*

We account for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes," which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. SFAS No. 109 also requires that deferred tax assets be reduced by a valuation allowance, if it is more likely than not that some portion or all of the deferred tax asset will not be realized. Deferred taxes have not been provided on the cumulative undistributed earnings of foreign subsidiaries because such amounts are expected to be reinvested indefinitely.

Our balance sheet includes deferred tax assets of \$15.6 and \$15.3 million for the assumed utilization of federal net operating loss carryforwards acquired in the merger with Creditrust Corporation, referred to as Creditrust, and the RMIH acquisition, respectively. We believe that we will be able to utilize the net operating loss carryforwards so we have not reduced the deferred tax asset by a valuation allowance. However, we have provided a \$13.7 million valuation allowance against the deferred tax asset for state net operating loss carryforwards due to the uncertainty that they can be realized. The utilization of net operating loss carryforwards is an estimate based on a number of factors beyond our control, including the level of taxable income available from successful operations in the future. If we are unable to utilize the federal net operating loss carryforwards, it may result in incremental tax expense in future periods.

Our annual provision for income taxes and the determination of the resulting deferred tax assets and liabilities involve a significant amount of judgment and are based on the latest information available at the time. We are subject to audit within the federal, state and international taxing jurisdictions, and these audits can involve complex issues that may require an extended period of time to resolve. We maintain reserves for estimated tax exposures, which are ultimately settled primarily through the settlement of audits within these tax jurisdictions, changes in applicable tax law, or other factors. We believe that an appropriate liability has been established for estimated purposes, however actual results may differ from these estimates.

#### **Results of Operations**

The following table sets forth selected historical income statement data (amounts in thousands):

	For the years ended December 31,					
	2004		2003		2002	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Revenue	\$ 939,797	100.0%	\$ 753,816	100.0%	\$ 703,450	100.0%
Payroll and related expenses	472,915	50.3	350,369	46.5	335,405	47.7
Selling, general and administrative expenses	324,187	34.5	282,268	37.4	249,672	35.5
Depreciation and amortization	40,225	4.3	31,628	4.2	27,324	3.9
Income from operations	102,470	10.9	89,551	11.9	91,049	12.9
Other expense	17,612	1.9	17,943	2.4	17,970	2.5
Income tax expense	32,389	3.4	26,732	3.6	27,702	3.9
Minority interest	606	0.1	2,430	0.3	3,218	0.5
Net income	\$ 51,863	5.5%	\$ 42,446	5.6%	\$ 42,159	6.0%

#### **Year ended December 31, 2004 Compared to Year ended December 31, 2003**

**Revenue.** Revenue increased \$186.0 million, or 24.7 percent, to \$939.8 million for 2004, from \$753.8 million in 2003. ARM North America, CRM, Portfolio Management, and ARM International accounted for \$732.6 million, \$159.0 million, \$98.0 million, and \$13.6 million, respectively, of the 2004 revenue. ARM North America's revenue included \$63.1 million of

Exhibit 21.1

## SUBSIDIARIES

Name	Jurisdiction of Formation
----	-----
NCO Financial Systems, Inc.	Pennsylvania
NCO Funding, Inc.	Delaware
NCO Financial Services, Inc.	Canada
FCA Funding, Inc.	Delaware
NCO Portfolio Management, Inc. *	Delaware
Compass International Services Corporation	Delaware
NCO Financial Services (UK), Limited	United Kingdom
NCO Financial Systems of Puerto Rico, Inc.	Puerto Rico
JDR Holdings, Inc.	Delaware
NCO Holdings, Inc.	Delaware
NCO Customer Management, Inc.	Pennsylvania
RMH Teleservices Asia Pacific, Inc.	Delaware
RMH Teleservices International, Inc.	Canada
NCOCRM Funding, Inc.	Delaware
Horsham Aviation LLC	Delaware
NCO Support Services, LLC	Delaware

\*Owns 25 subsidiaries operating in the United States engaged in the ownership of delinquent receivables.

Note: This table does not include any subsidiary that is not required to be listed pursuant to Item 601 (b) of Regulation S-K.

</TEXT>  
</DOCUMENT>



## Item 4.1 Executive Officers of the Registrant who are not Directors.

Name	Age	Position
Charles F. Burns	44	Executive Vice President, Business Process Outsourcing
Stephen W. Elliott	43	Executive Vice President, Information Technology and Chief Information Officer
Joshua Gindin, Esq.	48	Executive Vice President and General Counsel
Steven Leckerman	52	Executive Vice President, Chief Operating Officer – Accounts Receivable Management, North America
John R. Schwab	37	Senior Vice President, Finance and Chief Accounting Officer
Paul E. Weitzel, Jr.	46	Executive Vice President, Corporate Development and International Operations
Steven L. Winokur	45	Executive Vice President; Chief Financial Officer and Chief Operating Officer – Shared Services
Albert Zezulinski	57	Executive Vice President, Corporate and Government Affairs


Charles F. Burns – Mr. Burns joined us in 2003 as Executive Vice President, Business Process Outsourcing. Mr. Burns has nearly 20 years of sales and consulting experience. Prior to joining us, Mr. Burns was a partner in BearingPoint, Inc., formerly KPMG Consulting, Inc., a business systems integrator and full-service consulting firm.

Stephen W. Elliott – Mr. Elliott joined us in 1996 as Senior Vice President, Technology and Chief Information Officer after having provided consulting services to us for the year prior to his arrival. Mr. Elliott became an Executive Vice President in February 1999. Prior to joining us, Mr. Elliott was employed by Electronic Data Systems, a computer services company, for almost 10 years, most recently as Senior Account Manager.

Joshua Gindin, Esq. – Mr. Gindin joined us in May 1998. Prior to joining us, Mr. Gindin was a partner in the law firm of Kessler & Gindin, which had served as our legal counsel since 1986.

Steven Leckerman – Mr. Leckerman joined us in 1995 as Senior Vice President, Collection Operations, became Executive Vice President, U.S. Operations in January 2001, and in August 2003 became Executive Vice President and Chief Operating Officer – Accounts Receivable Management, North America. From 1982 to 1995, Mr. Leckerman was employed by Allied Bond Corporation, a collection company that was a division of TransUnion Corporation, where he served as manager of dialer and special projects.

**2004 FOR PROFIT CORPORATION  
ANNUAL REPORT****FILED**  
**Jan 09, 2004 08:00 AM**  
**Secretary of State**

<b>DOCUMENT # F97000002171</b>					
1. Entity Name <b>NCO FINANCIAL SYSTEMS, INC.</b>					
Principal Place of Business <b>507 PRUDENTIAL ROAD HORSHAM, PA 19044 US</b>			Mailing Address <b>150 CROSS POINT PKWY CORPORATE LEGAL DEPT GETZVILLE, NY 14068 US</b>		
2. Principal Place of Business			3. Mailing Address		
State, Apt. #, etc.			State, Apt. #, etc.		
City & State			City & State		
Zip	Country	Zip	Country	4. FEI Number <b>23-1670927</b>	
				5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
6. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324</b>				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <b>FL</b> Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ DATE _____					
FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00			9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>		
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCD BARRIST, MICHAEL J 507 PRUDENTIAL ROAD HORSHAM, PA 19044 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D PIOLA, CHARLES C JR 507 PRUDENTIAL ROAD HORSHAM, PA 19044 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition <b>U00000001665 01/12/04-80020-001 150.00</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S GINDIN, JOSHUA 507 PRUDENTIAL ROAD HORSHAM, PA 19044 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SV NOAH, MICHAEL G 507 PRUDENTIAL ROAD HORSHAM, PA 19044 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CET WINOKUR, STEVEN L 507 PRUDENTIAL ROAD HORSHAM, PA 19044 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVC MCGOWAN, JOSEPH C 507 PRUDENTIAL ROAD HORSHAM, PA 19044 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i) Florida Statutes. I further certify that the information indicated on this report or supplement thereto is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other fees empowered.					
SIGNATURE: _____			1/5/04 800/227-4000		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR <b>Michael G. Noah, SR. V.P.</b>					

**Exhibit F**  
**Page 1 of 1**

Certificate of Authority to Act for  
NCO Financial Systems, Inc.

I, the undersigned, MICHAEL J. BARRIST, as CEO of  
NCO Inc. do hereby certify that Joshua Gindin has the authority to act on behalf of  
NCO, Inc. in all bankruptcy matters for NCO, Inc..

IN WITNESS WHEREOF, I have hereunto signed my name this November 20, 2003.

[Signature]  
NCO, Inc. NCO FINANCIAL SYSTEMS, INC.  
signed

Corporate seal

Notary Statement

STATE OF PA  
COUNTY OF Montgomery

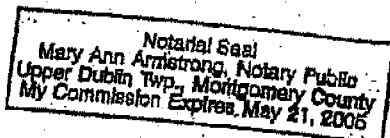
ACKNOWLEDGMENT

Before me, the undersigned a Notary Public, in and for said County and State on this 20<sup>th</sup> day of November, 2003, personally appeared Michael J. Barrist to me known to be the identical person who subscribed his/her name to the foregoing instrument, as his CEO and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed of such corporation, for the purposes therein set forth.

In Witness Whereof, I have hereunto set my official signature and affixed my official seal the day and year first above written.

My Commission Expires:  
5/21/05

Notary Mary Ann Armstrong



Received (THU) SEP 25 2003 15:26  
09/25/2003 15:10 FAX 2154413931

NCO EXECUTIVE 2

002

NCO, et al  
Documentation Sent  
August 28, 2003

Claimant		
CF/SPC DSO, Inc.		
CF/SPC		
CF/SPC 1996, Inc.		
CF/SPC Ded. Inc.		
CF/SPC DFD c/o Commercial Financial Services		
CF/SPC DFD Inc. c/o Sec Mult Asset Rated Trust 1996-4		
CF/SPC DFD, INC.		
CF/SPC NGU		
CF/SPC NGU Inc.		
CF/SPC NGU, Inc. successor to First USA, c/o Securitized Multiple Asset Rated trust		
CF/SPC smart Incl series 1997-4		
CF/SPU NGU Inc.		
CFS, Inc.		
CFS, Tapri & Tapri III		
CFS/NCO FINANCIAL SYSTEMS, INC.		
CFSPC NGU, INC.		
Clitbank (South Dakota)		
Commercial Financial		
Commercial Financial Services		
Commercial Financial Services Etc.		
Commercial Financial Services, Inc.		
CS/SPC NGU, INC c/o SEC Mult Asset Rated Trust		
Dinet Corporation C/O Commercial Financial Services		
Global Rated Eligible Asset Rated Trust		
Global Rated Eligible Asset Rated Trust Services, Inc., c/o CFS		
Global Rated Eligible Asset Rated Trust succ in int to Chase Manhattan		
Global Rated Eligible Asset Trust		
Global Rated Eligible Asset Trust Succ in into Greenwood Trust Co./Commercial Financial Services, Inc.		
Global Related Asset Trust C/O Commercial Financial Services Inc.		
Global Related Eligible Trust Commercial Financial Services, Inc.		
N American Capital Corp		
Nations Bank/NCO Financial Systems		
NCO Portfolio Funding		
NCO Portfolio Funding		
North American Capital Corp		
North American Capital Corporation assignee of Chase Bank		
Securitized Multiple Asset		
Securitized Asset Rat		
Securitized Multip. Asset Rtd. Tr. 1996- succ. to Chase Manhattan Bank		
Securitized Multiple Asset		
Securitized Multiple Asset Rated		
Securitized Multiple Asset Rated C/O CFS		
Securitized Multiple Asset Rated Trust		
Securitized Multiple Asset Rated Trust 1997-2		
Securitized Multiple Asset Rated Trust 1997-2-Succ. to MBNA Bank		
Securitized Multiple Asset Rated Trust 1998-1		
Securitized Multiple Asset, Rated Trust 1997-3		
Securitized Multiple Asset, Rated Trust 1997-5		

Received (THU)SEP 25 2003 15:26  
09/25/2003 15:10 FAX 2154413931

NCO EXECUTIVE 2

2003

NCO, et al  
Documentation Sent  
August 28, 2003

Securitized Multiple Assets			
Securitized Multiple Assets/ Rated Trust 1997 2			
SMART			
Smart 882 c/o Commercial Financial Services Inc.			
SMART 984			
TAPR VII c/o Commercial Financial Services			
TAPR VII c/o Commercial Financial Services			
TAPR VII, LP			
TAPR VIII LP			
TARP Limited Partnership			
TARP VII LP			
TARP/Securitized Multiple Asset Rated			

**United States Bankruptcy Court for the  
Southern District of Georgia**

IN RE:

Case No. 98-50250

Rhonda C. Harris

Debtor(s) \_\_\_\_\_ /

**CERTIFICATE OF SERVICE**

I, Drew Stutzman, Attorney for Ellis, Painter, Ratterree & Adams LLP, the undersigned, do declare that on 02/23/06, I served the within Motion for the Recovery of Unclaimed Funds to the US Attorney listed below.

U.S. Attorney  
PO Box 8970  
Savannah, GA 31412

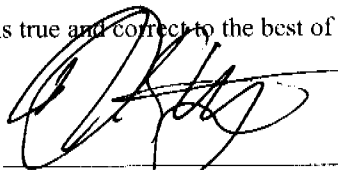
U.S. Trustee  
PO Box 10230  
Savannah, GA 31412

Sylvia Ford Brown  
Case Trustee  
Post Office Box 10556  
Savannah, GA 31412

I declare, under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: 02/23/06

Respectfully Submitted: \_\_\_\_\_



Drew K. Stutzman  
GA Bar No. 000098  
Ellis, Painter, Ratterree & Adams LLP  
PO Box 9946  
Savannah, GA 31412  
Ph: 912-233-9700  
Fx: 912-233-2281